



QUARTERLY STATEMENT

AS OF JUNE 30, 2007
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc.

NAIC Group Code	0707	0707	NAIC Company Code	95467	Employer's ID Number	38-3204052
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Dental Service Corporation [] Vision Service Corporation [] Other [] Health Maintenance Organization [X] Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	01/11/1994		Commenced Business	10/11/1994		
Statutory Home Office	17117 W. Nine Mile Rd., Suite 1600			Southfield, MI 48075		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-559-5656		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	17117 W. Nine Mile Rd., Suite 1600			Southfield, MI 48075		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	17117 W. Nine Mile Rd, Suite 1600		Southfield, MI 48075	248-331-4284		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Website Address	www.glhp.com					
Statutory Statement Contact	Chris A. Scherer			248-331-4284		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	cscherer@glhp.com			248-559-4640		
	(E-Mail Address)			(Fax Number)		
Policyowner Relations Contact	17117 W. Nine Mile Rd., Suite 1600		Southfield, MI 48075	248-331-4284		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Chris A. Scherer	President	Eric Wexler	Secretary
Dawn Koehler	Vice President, Customer Relations		

OTHER OFFICERS

Dawn Koehler	Vice President, Customer Relations	Lisa Gray	Vice President, Government & Public Relations
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DIRECTORS OR TRUSTEES

Edgar Gonzalo Rios #	Jonathan Dinesman #	William Ralston	Laura Spicer
Stephen Thomas Swift			

State ofMichigan.....
County of ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Chris A. Scherer
President

Eric Wexler
Secretary

Dawn Koehler
Vice President, Government & Public Relations

Subscribed and sworn to before me this
..... day of August , 2007

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- a. Is this an original filing? Yes [X] No []
- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	25,103,360		25,103,360	1,021,327
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (3,784,752)), cash equivalents (\$ 3,842,817) and short-term investments (\$ 41,043,433)	41,101,497		41,101,497	67,256,772
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	66,204,857	0	66,204,857	68,278,099
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	237,074		237,074	22,663
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon	1,727,668	1,727,668	0	0
16.2 Net deferred tax asset	2,190,427	1,730,309	460,118	460,118
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	321
19. Furniture and equipment, including health care delivery assets (\$)	158,005	158,005	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$ 2,025,556) and other amounts receivable	2,025,556	457,028	1,568,528	2,306,260
23. Aggregate write-ins for other than invested assets	7,841,931	7,575,426	266,505	266,505
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	80,385,518	11,648,436	68,737,082	71,333,966
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	80,385,518	11,648,436	68,737,082	71,333,966
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Asset	7,575,426	7,575,426	0	0
2302. State Tax Receivable	266,505		266,505	266,505
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	7,841,931	7,575,426	266,505	266,505

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	24,760,602		24,760,602	26,581,927
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	815,500		815,500	678,500
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	113,676		113,676	5,292,301
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	651,018		651,018	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	50,090		50,090	3,243,037
16. Payable for securities	150,149		150,149	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	6,344,060	0	6,344,060	162,643
22. Total liabilities (Lines 1 to 21)	32,885,095	0	32,885,095	35,958,408
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX		0
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	35,763,489	35,763,489
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	88,498	(387,931)
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	35,851,987	35,375,558
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	68,737,082	71,333,966
DETAILS OF WRITE-INS				
2101. Other Reserves	6,302,839		6,302,839	0
2102. QAAP Tax Payable	(121,422)		(121,422)	0
2103. Escheat Funds	162,643		162,643	162,643
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	6,344,060	0	6,344,060	162,643
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	903,057	649,981
2. Net premium income (including \$ non-health premium income).....	XXX	207,731,075	125,723,357
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	(12,159,774)	0
7. Aggregate write-ins for other non-health revenues	XXX	0	(7,544,331)
8. Total revenues (Lines 2 to 7)	XXX	195,571,301	118,179,026
Hospital and Medical:			
9. Hospital/medical benefits		136,019,831	75,093,129
10. Other professional services		5,265,198	5,099,978
11. Outside referrals			0
12. Emergency room and out-of-area		8,301,341	6,795,392
13. Prescription drugs		26,764,979	18,702,415
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15)	0	176,351,349	105,690,914
Less:			
17. Net reinsurance recoveries			211,760
18. Total hospital and medical (Lines 16 minus 17)	0	176,351,349	105,479,154
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 2,206,285 cost containment expenses.....		2,906,169	2,547,703
21. General administrative expenses.....		17,884,348	12,171,416
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22)	0	197,141,865	120,198,273
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,570,564)	(2,019,247)
25. Net investment income earned		1,813,150	1,297,856
26. Net realized capital gains (losses) less capital gains tax of \$			0
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,813,150	1,297,856
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	242,586	(721,391)
31. Federal and foreign income taxes incurred	XXX	270,307	(108,519)
32. Net income (loss) (Lines 30 minus 31)	XXX	(27,721)	(612,872)
DETAILS OF WRITE-INS			
0601. Quality Assurance Assessment Program.....	XXX	(12,159,774)	0
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(12,159,774)	0
0701. QAAP Assessment.....	XXX		(7,544,331)
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	(7,544,331)
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	35,375,558	32,198,124	32,198,124
34. Net income or (loss) from Line 32	(27,721)	(612,872)	1,391,290
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	(837,107)
39. Change in nonadmitted assets	504,150	65,841	(1,376,749)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	4,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	476,429	(547,031)	3,177,434
49. Capital and surplus end of reporting period (Line 33 plus 48)	35,851,987	31,651,093	35,375,558
DETAILS OF WRITE-INS			
4701. Audit Adjustments.....		0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	196,103,998	279,116,615
2. Net investment income	1,630,077	2,960,363
3. Miscellaneous income	0	(16,804,844)
4. Total (Lines 1 to 3)	197,734,075	265,272,134
5. Benefits and loss related payments	178,172,674	221,997,196
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	18,583,415	26,080,221
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(73,000)	(990,711)
10. Total (Lines 5 through 9)	196,683,089	247,086,706
11. Net cash from operations (Line 4 minus Line 10)	1,050,986	18,185,429
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	169,430	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	150,149	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	319,579	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	24,282,801	1,024,844
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	24,282,801	1,024,844
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(23,963,222)	(1,024,844)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	4,000,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	(3,243,037)	(793,592)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(3,243,037)	3,206,408
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(26,155,273)	20,366,993
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	67,256,772	46,889,779
19.2 End of period (Line 18 plus Line 19.1)	41,101,499	67,256,772

STATEMENT AS OF JUNE 30, 2007 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	142,619	.0	.0	.0	.0	.0	.0	.0	142,619	.0
2 First Quarter	149,268	.0	.0	.0	.0	.0	.0	.0	149,268	.0
3 Second Quarter	153,523								153,523	
4. Third Quarter .....	.0									
5. Current Year	.0									
6 Current Year Member Months	903,057								903,057	
Total Member Ambulatory Encounters for Period:										
7. Physician	429,445								429,445	
8. Non-Physician	252,709								252,709	
9. Total	682,154	.0	.0	.0	.0	.0	.0	.0	682,154	.0
10. Hospital Patient Days Incurred	33,805								33,805	
11. Number of Inpatient Admissions	7,831								7,831	
12. Health Premiums Written	208,318,062								208,318,062	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	208,318,062								208,318,062	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	178,172,674								178,172,674	
18. Amount Incurred for Provision of Health Care Services	176,351,349								176,351,349	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

STATEMENT AS OF JUNE 30, 2007 OF THE Great Lakes Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	22,025,436	156,147,239	787,327	23,973,275	22,812,763	26,581,927
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	22,025,436	156,147,239	787,327	23,973,275	22,812,763	26,581,927
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	22,025,436	156,147,239	787,327	23,973,275	22,812,763	26,581,927

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

(1) Significant Accounting Policies

- A. Accounting Practices- No change
- B. Use of Estimates in the Preparation of the Financial Statements - No Change.
- C. Accounting Policy

The gross amount of the supplemental payments received for the Graduate Medical Education (GME) and the Hospital Rate Adjustment (HRA) are included in the Net Premium Income on the Statement of Revenue and Expenses netted with the 6% received for the premium tax. The payments to the providers are included in the Hospital/Medical Benefits on the Statement of Revenue and Expenses. The remaining liability is included as a Write-In for Other Liabilities on the Statement of Liabilities, Capital and Surplus.

Cash and Cash Equivalents - No change.

Property and Equipment— No change.

Claims Unpaid — No change.

Premiums - No change.

Statutory Reserves — No change.

Provider Reimbursement Arrangements—No change.

(2) Accounting Changes and Corrections of Errors- No change.

(3) Business Combinations and Goodwill

- A.-B. –No change.
- C. No change.
- D. No change.

(4) Discontinued Operations

No change.

(5) Investments

No change.

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(7) Investment Income

No change

(8) Derivative Investments

No change

(9) Income Taxes

A. The components of the net deferred tax asset (liability) recognized at June 30, 2007 are as follows:

	June 30, 2007
Total of gross deferred tax assets	\$ 2,207,993
Total of deferred tax liabilities	17,566
Total deferred tax assets	2,190,427
Deferred tax assets non admitted	(1,730,309)
Net admitted deferred tax asset (liability)	\$ 460,118

B. There are no unrecognized deferred tax liabilities for amounts described in SSAP No. 10, paragraph 6(d) (and as described in SFAS 109, paragraph 31).

C. The provision for income taxes on earnings for the quarter ended June 30, 2007 is:

	June 30, 2007
Current year federal tax expense	\$270,307
Federal tax on net capital gains	0
Current year federal taxes incurred	\$270,307

F. (1) The companies included with this Company in a federal income tax return filing comprise the Company’s ultimate parent UnitedHealth Group Incorporated and its subsidiaries.

(2) The method of allocation between the companies is subject to a written tax sharing agreement. Under this agreement, the amount of federal income taxes that are paid to or received from United Health Group Incorporated, via an affiliate, AmeriChoice Health Services, Inc. (“ACHS”), approximate the amount that would have been computed on a separate company basis. Such payments are made or received on a quarterly basis, at the time of filing of an extension and upon filing of the final return. To the extent the Company’s net operating loss or tax credit is utilized on the consolidated tax return, the Company is entitled to receive the amount of tax savings the consolidated group realizes in that year. Any portion of such loss not so utilized by the Company is available for future use.

(10) Information Concerning Parent, Subsidiaries and Affiliates

No significant changes.

(11) Debt

No change

NOTES TO FINANCIAL STATEMENTS

(12) Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No Change

(13) Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

No significant changes.

(14) Contingencies

No Change

(15) Leases

No change.

Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not Applicable

Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not Applicable

Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

Not Applicable

Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable

September 11 Events

Not Applicable

Other Items

Not Applicable

Events Subsequent

Management is not aware of any events occurring between the balance sheet date and the date this statement was attested to that would comprise a Type I or Type II subsequent event or have a material effect on the financial condition of the Company.

Reinsurance

No Change

Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Change

Change in Incurred Claims and Claim Adjustment Expense

Reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years has decreased by \$1.8 million from December 31, 2006 to June 30, 2007 as a result of reestimation of unpaid claims and claim adjustment expense. This decrease is generally the result of ongoing analysis of recent loss reserve trends. Original estimates are adjusted as additional information becomes known regarding individual claims

(26) Inter-company Pooling Arrangements

No Change

(27) Structured Settlements

Not Applicable

(28) Health Care Receivables

No Change

(29) Participating Policies

Not Applicable

(30) Premium Deficiency Reserves

As of June 30, 2007, the Company had liabilities of \$0 related to premium deficiency reserves.

(31) Anticipated Salvage and Subrogation

The Company does not anticipate salvage and subrogation recoverables.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2004
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2004
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/07/3006
- 6.4

By what department or departments?

State of Michigan, Office of Financial and Insurance Services
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☒ No ☐
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
Exante Bank	Salt Lake City, Utah				Yes	

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

.....

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☒ No ☐

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

Amended to add a letter of introduction from Stephen Hemsley.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☐ No ☒

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes ☐ No ☒

11.2

If yes, explain:

.....

12.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

12.2

If yes, give full and complete information relating thereto:

.....

13.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

14.

Amount of real estate and mortgages held in short-term investments:\$0

15.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒

15.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
15.21	Bonds	\$	\$	
15.22	Preferred Stock	\$	\$	
15.23	Common Stock	\$	\$	
15.24	Short-Term Investments	\$	\$	
15.25	Mortgage Loans on Real Estate	\$	\$	
15.26	All Other	\$	\$	
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal			
	Lines 15.21 to 15.26).....	\$0	\$0	
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above	\$	\$	

16.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

16.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes ☐ No ☒

If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank.....	801 Pennsylvania, Kansas City, MO 64105.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106595.....	Wellington Mangement Company, LLP.....	75 State Street, Boston, MA 02109.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,021,328	0
2. Cost of bonds and stocks acquired	24,282,801	1,024,844
3. Accrual of discount	161	0
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of	169,430	0
8. Amortization of premium	31,499	3,516
9. Book/adjusted carrying value, current period	25,103,361	1,021,328
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	25,103,361	1,021,328
12. Total nonadmitted amounts		0
13. Statement value	25,103,361	1,021,328

STATEMENT AS OF JUNE 30, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	67,332,762	175,625,496	174,435,394	123,463	67,332,762	68,646,327	.0	72,734,607
2. Class 2	267,079	1,076,727	.0	(524)	267,079	1,343,282	.0	.0
3. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
4. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
5. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
6. Class 6	0	0	0	0	0	0	0	0
7. Total Bonds	67,599,841	176,702,222	174,435,394	122,939	67,599,841	69,989,609	0	72,734,607
PREFERRED STOCK								
8. Class 1 .....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	67,599,841	176,702,222	174,435,394	122,939	67,599,841	69,989,609	0	72,734,607

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	41,043,432	XXX	41,017,947	395,976	0

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	71,713,280	51,264,100
2. Cost of short-term investments acquired	238,839,354	306,925,695
3. Increase (decrease) by adjustment	25,485	0
4. Increase (decrease) by foreign exchange adjustment		0
5. Total profit (loss) on disposal of short-term investments		0
6. Consideration received on disposal of short-term investments	269,534,686	286,476,515
7. Book/adjusted carrying value, current period	41,043,433	71,713,280
8. Total valuation allowance		0
9. Subtotal (Lines 7 plus 8)	41,043,433	71,713,280
10. Total nonadmitted amounts		0
11. Statement value (Lines 9 minus 10)	41,043,433	71,713,280
12. Income collected during period	1,435,436	2,951,314
13. Income earned during period	1,435,436	2,951,314

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
	Is Insurer Licensed (Yes or No)	2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL							0		
2. Alaska	AK							0		
3. Arizona	AZ							0		
4. Arkansas	AR							0		
5. California	CA							0		
6. Colorado	CO							0		
7. Connecticut	CT							0		
8. Delaware	DE							0		
9. District of Columbia	DC							0		
10. Florida	FL							0		
11. Georgia	GA							0		
12. Hawaii	HI							0		
13. Idaho	ID							0		
14. Illinois	IL							0		
15. Indiana	IN							0		
16. Iowa	IA							0		
17. Kansas	KS							0		
18. Kentucky	KY							0		
19. Louisiana	LA							0		
20. Maine	ME							0		
21. Maryland	MD							0		
22. Massachusetts	MA							0		
23. Michigan	MI	Yes	208,318,062					208,318,062		
24. Minnesota	MN							0		
25. Mississippi	MS							0		
26. Missouri	MO							0		
27. Montana	MT							0		
28. Nebraska	NE							0		
29. Nevada	NV							0		
30. New Hampshire	NH							0		
31. New Jersey	NJ							0		
32. New Mexico	NM							0		
33. New York	NY							0		
34. North Carolina	NC							0		
35. North Dakota	ND							0		
36. Ohio	OH							0		
37. Oklahoma	OK							0		
38. Oregon	OR							0		
39. Pennsylvania	PA							0		
40. Rhode Island	RI							0		
41. South Carolina	SC							0		
42. South Dakota	SD							0		
43. Tennessee	TN							0		
44. Texas	TX							0		
45. Utah	UT							0		
46. Vermont	VT							0		
47. Virginia	VA							0		
48. Washington	WA							0		
49. West Virginia	WV							0		
50. Wisconsin	WI							0		
51. Wyoming	WY							0		
52. American Samoa	AS							0		
53. Guam	GU							0		
54. Puerto Rico	PR							0		
55. U.S. Virgin Islands	VI							0		
56. Northern Mariana Islands	MP							0		
57. Canada	CN							0		
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	
59. Subtotal	XXX	208,318,062	0	0	0	0	0	208,318,062	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	208,318,062	0	0	0	0	0	208,318,062	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0		

(a) Insert the number of yes responses except for Canada and other Alien.

Schedule Y - Part 1

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF JUNE 30, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
912828-GU-8	US Treasury Note 4.750% 05/31/12		06/28/2007	Goldman Sachs		569,295	575,000	2,089	1
0399999 - Total	Bonds - U.S. Government					569,295	575,000	2,089	XXX
186343-YL-7	Cleveland OH GO Non Call 5.250% 11/15/		04/05/2007	JP Morgan Chase		556,265	500,000	0	1FE
213183-5V-4	Cook County IL GO Non Call 5.000% 11/1		04/18/2007	Scott & Stringfellow		530,325	500,000	10,972	1FE
864813-TD-2	Suffolk VA GO Non Call 5.000% 02/01/15		04/11/2007	CitiGroup		214,880	200,000	0	1FE
2499999 - Total	Bonds - Political Subdivisions					1,301,470	1,200,000	10,972	XXX
010653-PL-1	AL Water Pollution Rev Bond Cont Call		04/13/2007	UBS Financial Services		531,885	500,000	4,594	1FE
040507-HA-6	AZ Health Facs Auth Rev Bond Non Call		05/04/2007	Morgan Stanley		263,995	250,000	0	1FE
059134-CG-9	Baltimore Cnty MD Rev Bond Non Call 5		04/11/2007	Bank of America Sec		427,636	400,000	7,500	1FE
194653-EX-5	Collier Cnty FL Sch Brd Rev Bond Call PR		04/05/2007	Bank of America Sec		536,460	500,000	3,733	1FE
246428-RN-8	DE Trans Authority Rev Bond Non Call 5		04/09/2007	UBS Financial Services		533,785	500,000	7,014	1FE
341603-BQ-0	FL Dept Trans Rev Bond Non Call 5.000%		04/19/2007	Chase Securities		532,595	500,000	3,819	1FE
568787-EZ-4	Marion Cnty FL Hosp Rev Bond Non Call		04/18/2007	Raymond James & Assoc		365,344	350,000	0	1FE
605340-VF-5	MI Dev Bank Spl Oblig Rev Bond Non Call		05/18/2007	Bank of America Sec		536,365	500,000	69	1FE
61204K-GN-5	MT Fac Fin Auth Rev Bond Non Call 5.00		04/04/2007	CAIN BROS SHATTUCK		264,235	250,000	0	1FE
64971K-M8-6	NY NY City Trans Fin Aut Rev Bond Non Ca		04/09/2007	Fidelity Capital Markets		534,500	500,000	11,181	1FE
67755C-TC-3	Ohio St Bldg Auth Rev Bond Non Call 5		04/20/2007	Dain Bosworth-RBC Cap		528,710	500,000	0	1FE
678908-C6-9	OK Dev Fin Auth Rev Bond Non Call		05/02/2007	CitiGroup		262,740	250,000	0	1FE
68608B-BL-1	OR Dep Admin Svcs Rev Bond Non Call 5		04/19/2007	Loop Capital Markets		531,275	500,000	3,681	1FE
696550-UT-7	Palm Beach Cnty FL Sch Rev Bond Non Call		04/11/2007	Bear Stearns Sec		535,515	500,000	0	1FE
796253-VF-6	San Antonio TX Elec Gas Rev Bon Non Call		04/13/2007	Fidelity Capital Markets		526,225	500,000	5,347	1FE
837147-VZ-7	SC Pub SVC Auth Rev Bond Cont Call 5.0		04/10/2007	Morgan Stanley		530,285	500,000	7,083	1FE
83755V-LS-1	SD Hlth and Edl Rev Bond Non Call 5.00		04/13/2007	CAIN BROS SHATTUCK		208,382	200,000	111	1FE
838810-BD-0	South Miami FL Health Rev Bond Non Call		04/27/2007	Merrill Lynch		263,040	250,000	0	1FE
95649A-BD-5	WV Commr of Hwy Rev Bond Non Call 5.00		04/12/2007	Raymond James & Assoc		533,930	500,000	0	1FE
3199999 - Total	Bonds - Special Revenue					8,446,902	7,950,000	54,132	XXX
677415-CM-1	OH Power Co Corp Note Cont Call Adj 5		05/30/2007	Chase Securities		150,116	150,000	1,383	2FE
3899999 - Total	Bonds - Public Utilities					150,116	150,000	1,383	XXX
00184A-AB-1	AOL Time Warner Corporate Note - Callabl		06/22/2007	Morgan Stanley		154,745	150,000	2,025	2FE
02666Q-ZB-2	American Honda Finance Note Non Call Pri		05/30/2007	BNP Paribar Securities Corp		150,035	150,000	586	1FE
060505-CN-2	Bank of America Corp Note Non Call Adj		05/30/2007	Bear Stearns Sec		151,088	150,000	474	1FE
125581-CX-4	CIT Group Corp Note Non Call Adj 5.480		05/30/2007	CS First Boston Corp		149,307	150,000	1,871	1FE
126650-BG-4	CVS Corp Corp Note Non Call Adj 5.660%		05/22/2007	Lehman Bros Inc		110,000	110,000	0	2FE
141784-DE-5	Cargill Inc Note Cont Call Priv Plc 5		06/13/2007	Barclays Group Inc		142,667	150,000	688	1FE
191219-BP-8	Coca Cola Corp Note Cont Call 4.250% 0		06/13/2007	Barclays Group Inc		153,614	160,000	1,757	1FE
205887-AW-2	Conagra Inc Corp Note Cont Call 7.875%		06/14/2007	CS First Boston Corp		159,068	150,000	3,084	2FE
20825C-AE-4	Conoco Phillips Corporate Note Cont Call		06/22/2007	RBC Dain Rauchser Inc		144,431	150,000	1,425	1FE
224044-BD-8	Cox Communication Inc. Note - Cont Call		06/22/2007	Morgan Stanley		154,898	150,000	2,869	2FE
22541L-BJ-1	CS First Boston Corp Note Non Call 5.5		05/30/2007	CS First Boston Corp		150,744	150,000	463	1FE
264399-EF-9	Duke Power Company Corporate Note Non-Ca		06/22/2007	Wachovia Bank		150,188	150,000	633	1FE
38143U-BD-2	Goldman Sachs Corp Note Non Call 5.660		05/30/2007	CS First Boston Corp		150,948	150,000	1,601	1FE
40429C-FR-8	HSBC Finance Corp Corp Note Non Call Adj		05/30/2007	Chase Securities		150,987	150,000	72	1FE
406216-AR-2	Halliburton Company Note - Non Call 5		06/13/2007	First Tennessee		149,193	150,000	1,444	2FE
428236-AP-8	Hewlett Packard Co Corp Note Non Call Ad		06/12/2007	CitiGroup		149,916	150,000	0	1FE
45974V-ZZ-4	International Lease Fin Corp Corp Note N		05/30/2007	BNP Paribar Securities Corp		150,633	150,000	256	1FE
46623E-CW-7	JP Morgan Chase Corp Note Non Call Adj		05/30/2007	RBC Dain Rauchser Inc		150,038	150,000	607	1FE
59018Y-VA-6	Merrill Lynch Corp Note Non Call Adj 5		05/30/2007	Bank of America Sec		150,534	150,000	627	1FE
617446-C3-1	Morgan Stanley Corp Note Non Call Adj		05/30/2007	Bear Stearns Sec		150,073	150,000	451	1FE
635405-AR-4	National City Bank Corp Note Non Call Ad		05/30/2007	BNP Paribar Securities Corp		150,505	150,000	1,840	1FE
68389X-AB-1	Oracle Corporation Corp Note Non Call Ad		05/10/2007	Chase Securities		300,000	300,000	0	1FE
695257-AA-3	Pactiv Corp Corp Note Cont Call 5.875%		06/20/2007	Chase Securities		44,897	45,000	0	2FE
74254P-JR-4	Principal Life Inc Fdg Corp Note Non Cal		06/29/2007	Wachovia Bank		149,066	150,000	1,083	1FE
925524-AQ-3	Viacom Inc Corporate Note - Cont Callabl		06/22/2007	CS First Boston Corp		153,812	150,000	1,159	2FE
931142-BT-9	Walmart Stores Inc Note - Non Call 4.5		06/27/2007	Chase Securities		142,569	150,000	1,100	1FE
4599999 - Total	Bonds - Industrial, Misc.					3,913,953	3,915,000	26,114	XXX
6099997 - Total	Bonds - Part 3					14,381,735	13,790,000	94,690	XXX
6099999 - Total	Bonds					14,381,735	13,790,000	94,690	XXX
6599999 - Total	Preferred Stocks					0	XXX	0	XXX
7299999 - Total	Common Stocks					0	XXX	0	XXX
7399999 - Total	Preferred and Common Stocks					0	XXX	0	XXX
7499999 - Totals						14,381,735	XXX	94,690	XXX

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SCHEDULE D - PART 4

10	Change in Book/Adjusted C
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(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues*
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Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF JUNE 30, 2007 OF THE Great Lakes Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 CASH EQUIVALENTS

[illegible]